

GRAY ROBINSON  
ATTORNEYS AT LAW

Dean Cannon  
Statewide Chairman of Government Affairs and  
Executive Vice President

850-577-9090

DEAN.CANNON@GRAY-ROBINSON.COM

301 SOUTH BRONOUGH STREET  
SUITE 600  
POST OFFICE BOX 11189 (32302-3189)  
TALLAHASSEE, FLORIDA 32301  
TEL 850-577-9090  
FAX 850-577-3311  
gray-robinson.com

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August 9, 2016

Mr. Gary Lester  
Vice President for Community Relations  
The Villages of Lake Sumter, Inc.  
1020 Lake Sumter Landing  
The Villages, FL 32162  
gary.lester@thevillages.com

Re: Agreement with GrayRobinson, P.A.

Dear Mr. Lester:

Thank you very much for your interest in GrayRobinson, P.A. ("GrayRobinson" or "the Firm"). We appreciate the opportunity to provide governmental consulting services to The Villages of Lake Sumter, Inc. ("The Villages" or "you"). The Firm is committed to providing the highest level of service in furtherance of your goals. This agreement will describe the terms under which that representation will occur.

You have asked that we represent The Villages before the State of Florida on issues related to general legislative and executive branch advocacy.

The entire team of GrayRobinson's lobbyists will be available to advance The Village's interests. However, in order to ensure that your needs are efficiently and fully addressed, I will be the primary contact for this representation. If I should ever be unavailable, I would encourage you to contact Rhea Harbison or Kirk Pepper, who will serve as secondary contacts for this representation. We will send you our new contact information (including our email addresses and phone numbers for our office, fax, and cell phone and our new W9) via separate correspondence.

In exchange for these services, The Villages has agreed to pay the Firm \$12,500 per month beginning with an initial payment of \$12,500 on September 1, 2016, and on the first day of each month thereafter. All payments should be remitted to 301 S. Bronough St., Suite 600, Tallahassee, FL 32301, or via ACH transfer or other electronic transfer upon receipt of invoice. Documented, out-of-pocket costs directly attributable to the performance of this work will be billed in addition to the monthly retainer, and these costs may include travel and other expenses incurred on The Village's behalf. No monthly costs that in the aggregate exceed \$500 will be incurred without your prior approval. Both The Villages and the Firm have the right to terminate this contract with or without cause with thirty (30) days notice given. Also, by signing below, you agree that you will complete any forms necessary to comply with lobbyist registration requirements under Florida law that may arise as a result of our representation of The Villages during the term of this contract or after its termination should reporting periods overlap.

Unless you direct otherwise, the Firm will report 50% of our fees and reimbursements as Legislative Branch lobbying fees and costs and 50% as Executive Branch lobbying fees and costs. All payments are subject to public disclosure per Florida Statute.

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GrayRobinson has a policy of declining representation of clients when that representation would immediately create a direct conflict with other clients. You have retained GrayRobinson for representation as outlined above, and we know of no conflicts with our current clients. If you ever have a concern about perceived or potential conflict, we ask that you alert us immediately so we can address it in a mutually acceptable fashion. We will do the same. In order to ensure the candor and trust in our relationship that forms the basis of effective representation, it is the policy of the Firm to keep confidential all information about your interests and strategies. Because information is our stock in trade and because advancing your interests may depend on it, we ask that you also keep confidential any information we may share with you regarding political strategy, insight, information, or analysis.

I believe the above reflects our understanding. If it does, please sign this agreement and return to me. If not already completed, electronic lobbyist registration forms will be sent separately from the respective entities for 2016. I expect 2017 registrations, which will require new approval, to go out the first week of January 2017. I appreciate your attention to this matter and look forward to working with you. Please never hesitate to contact me if we can assist The Villages in any way.

Sincerely,



Dean Cannon

Vice President  
For: The Villages of Lake Sumter, Inc.

[Signature]  
By: Signature

8-12-16  
Date

Gary L. Lester  
Printed Name